



## TOWN COUNCIL REGULAR MEETING MINUTES

February 22, 2021 @ 7:00PM in Warren County Government Center

The following minutes are a summary of items on the agenda. This meeting may be viewed in its entirety by accessing the video of the same date online via the Town's website at [www.frontroyalva.com](http://www.frontroyalva.com).

### Moment of Silence

**Pledge of Allegiance was led by Councilman Thompson**

**ROLL CALL PRESENT:** Mayor Chris W. Holloway  
Vice Mayor Lori A. Cockrell  
Councilman Gary L. Gillispie  
Councilman E. Scott Lloyd  
Councilman Joseph E. McFadden  
Councilman Jacob L. Meza  
Councilman Letasha T. Thompson

**APPOINTED STAFF PRESENT:** Town Manager Steven W. Hicks  
Town Attorney Douglas W. Napier  
Clerk of Council Tina L. Presley

**APPROVAL OF MINUTES** – *Councilman Gillispie moved seconded by Councilman Meza that Council approve the Work Session Minutes of February 4 and Regular Council Meeting minutes of February 8, 2021 as presented.*

Vote: Yes –Unanimous

### **RECEIPT OF PETITIONS AND/OR CORRESPONDENCE FROM THE PUBLIC - NONE**

*(comments may be heard in their entirety on the Town's website by accessing video of the same date)*

### **REPORTS**

#### **a. Report of Special Committee of Town Officials and Town Manager**

Town Manager Hicks advised that the Gazebo Parking Lot would be closed on March 2<sup>nd</sup> to install the pavilion. He expressed his appreciation to Town Staff for the hard work during the snow removal. He announced that the Town received the Arbor Day Foundation Tree City 2020 Award and thanked Public Works Administrative Assistant Karen Williams and President of the Front Royal/Warren County Tree Stewards Melody Hotek for all their hard work to make this happen.

#### **b. Requests and Inquiries of Council Members**

Councilman Meza stated that the pavilion would be a nice asset to downtown. Mr. Hicks advised that completion is expected around March 15, 2021.

Vice Mayor Cockrell asked Mr. Hicks to reach out to Interim County Administrator Daley to schedule an advance between the two entities to have a “meeting of the minds”.

Councilman Lloyd read the following portion of Stuart Bain’ parliamentarian’s opinion Council received in early February regarding the appointment of Vice Mayor Cockrell. He asked that citizens contact him if they would like to see the entire opinion.

1. Were there were any irregularities in the appointment?
2. If there were any irregularities, what would have been the way to fix them?
3. Does the failure to address the irregularities during the meeting remove the opportunity to address it again?
4. Is there any actual value to re-doing the nomination in terms of improving its validity?
5. What should one do in the future if there are irregularities to be addressed?

For researching this opinion, I reviewed a link to the video recording of the meeting, an article from the Blue Ridge Herald questioning the manner of the Vice Mayor’s election, and the Town of Front Royal Municipal Code.

The Town of Front Royal Municipal code states in Section 4-6 that “*The proceedings of the Council, except as its own rules may otherwise provide, shall be governed by the rules of procedure described in Robert’s Rules of Order, 10th Edition*” I would be remiss in not advising you that the 10<sup>th</sup> Edition is no longer current. *Robert’s Rules of Order Newly Revised* is currently in its 12<sup>th</sup> edition. The current edition is meant to supersede previous editions. Page vii of the of the 12<sup>th</sup> edition states that *bylaws should be amended to prescribe “the current edition of Robert’s Rules of Order Newly Revised”* and includes a reference to example verbiage (RONR (12<sup>th</sup> ed.) 56:66). I highly recommend the Town Council act to amend the Town of Front Royal Municipal Code accordingly at its earliest opportunity to do so.

For the purposes of constructing this opinion, I will reference the current edition as I do not own a copy of *Robert’s Rules of Order Newly Revised 10<sup>th</sup> Edition*. While there may be differences between the two, I am confident that they are not so different as to impact the outcome of this opinion and would be happy to procure a copy of the 10<sup>th</sup> Edition to confirm if you deem it necessary.

For the first question, there were no irregularities in the appointment of the Vice Mayor. The method of appointment did not exercise the full breadth of methods available to the Town Council under *Robert’s Rules of Order* such as calling for nominations; however, it was a valid motion, received a second, and received the necessary votes to adopt. When electing officers, or adopting any motion, one of the most important parliamentary principles is that the will of the assembly be reflected in the outcome. In the case of the January 11<sup>th</sup> Vice Mayor’s appointment, a motion was made to appoint a specific member, and the motion was seconded and successfully adopted with four Council members voting in the affirmative and two Council members voting against. While it may be the custom of the Town Council to accept nominations for Vice Mayor, it is not necessary (RONR (12<sup>th</sup> ed.) 46:2).

For the second and fifth questions, when a member thinks that the rules of the assembly are being violated, they can make a *Point of Order* (RONR (12<sup>th</sup> ed.) 23) as an incidental motion. The chair of the assembly then determines whether or not the point of order is “well taken” or “not well taken” (or submits it to the assembly for decision) and can be overruled by a majority vote of the assembly if the chair’s ruling is appealed (RONR (12<sup>th</sup> ed.) 24). As for the timing of a *Point of Order*, it must be raised when the breach occurs (RONR (12<sup>th</sup> ed.) 23:5). Also note that if a member of an assembly is unsure as to whether or not a breach has occurred, the member can make a parliamentary inquiry of the chair (RONR (12<sup>th</sup> ed.) 33:3-5).

In relation to the election of the Vice Mayor, another option would have been to raise an *incidental motion* to specify the means of nomination (RONR (12<sup>th</sup> ed.) 31); however, this would only have been in order if it was made prior to the *main motion* that was made to elect the specific Council member. In lieu of a motion to specify the means of nomination, a Council member could also have nominated a member, thus implying the opening of nominations from the floor; however, the main motion to elect, not to nominate, the specific member was made instead.

For the third question, the failure to address the method of nominating or voting during the January 11<sup>th</sup> meeting precludes any further action on the matter.

As to the fourth question, there is no value in re-doing the nomination and election of the Vice Mayor. The motion to appoint the specific Council member was valid, seconded, and successfully adopted by a majority vote.

## c. Report of the Mayor – No Report

**PROPOSALS FOR ADDITION/DELETION OF ITEMS** – None**CONSENT AGENDA ITEMS**

A. Amendment to Liaison Committee Mission Statement and Policies

*Council approved the amendments to the Liaison Committee Mission Statement and Policies as presented, contingent upon the approval by the Warren County Board of Supervisors.*

B. Budget Amendment for Pedestrian Crossing Signal at Warren Memorial Hospital

*Council approved a budget amendment in the amount of \$4,753.26 to be reimbursed by Valley Health for the installation of a Pedestrian Crossing Signal in front of Warren Memorial Hospital at the intersection of 10th Street and Shenandoah Avenue. I further move that once installed the signal will become property of the Town and responsible for its maintenance and upkeep.*

C. Joint Town Advisory Board Appointment

*Council appointed Captain Jason Ryman to the Joint Towing Advisory Board to replace Sgt. Bryan Courtney to an unexpired term expiring June 25, 2022.*

*Councilman Gillispie moved seconded by Vice Mayor Cockrell that Council approve the consent agenda as presented.*

Vote: Yes – Unanimous

**PUBLIC HEARING** – Solicit input from the public to authorize the passage of an ordinance for the sale of the Town's portion of McKay Spring Property near the intersection of Reliance Road and Winchester Road and accept bids for the property.

No one spoke and the public hearing was closed.

*Vice Mayor Cockrell moved seconded by Councilman McFadden that Council approve the sale including an ordinance of the Town's portion of McKay Spring described as approximately 1.423 acres and located near the intersection of Reliance Road and Winchester Road to Boddie-Noell Enterprises, Inc. in the total amount of \$475,000.00.*

Councilman Gillispie stated that the Town has jointly owned this property for a number of years and it is finally becoming economic development.

Vice Mayor Cockrell confirmed that the Town will get their portion of the sale.

Mayor Holloway read the following into the record:

February 22, 2021

Steven Hicks  
Town Manager- Front Royal 102 E.  
Main Street  
Front Royal, Virginia 22630

*RE: McKay Springs, N/W Corner Reliance Rd & Winchester Rd, Warren County, VA*

Dear Mr. Hicks:

On behalf of Boddie-Noell Enterprises, Inc. we are pleased to provide the offer to purchase the property located at the subject intersection which consists of approximately 1.4253 acres for \$475,000.00. Boddie-Noell Enterprises, Inc. plans to develop and operate Hardee's restaurant as soon as it obtains its permits for its intended use. If you have any questions or comments, please do not hesitate calling my office 757-898-7890, cell 757-897-0994.

Sincerely,

Retail Advisors, Inc.

  
Rob Heaven  
Principal Broker

Vote: Yes – Vice Mayor Cockrell, Councilmen Gillispie, Lloyd, McFadden, Meza and Thompson

No – N/A

Absent – N/A

Abstain – N/A

ROLL CALL

**APPROVAL** – Ordinance Amendment to Town Code Chapter 4-1, 4-4 and 4-19 (2<sup>nd</sup> Reading)

***Councilman Thompson moved seconded by Vice Mayor Cockrell that Council adopt on its second and final reading an ordinance to amend Town Code Chapter 4-1, 4-4 and 4-19 as presented.***

Vote: Yes – Vice Mayor Cockrell, Councilmen Gillispie, Lloyd, Meza and Thompson

No – Councilman McFadden

Absent – N/A

Abstain – N/A

ROLL CALL

**APPROVAL** – Order of Business for Regular Meeting Agendas

**Councilman Gillispie moved seconded by Vice Mayor Cockrell that Council approve the Order of Business for Regular Meeting Agendas per Town Code Ordinance Amendment to Chapter 4-19 for the remaining calendar year March 2021 – December 2021.**

Councilman Lloyd confirmed with Mr. Hicks that the public comment would not be recorded live but would be recorded and posted the next day.

**Councilman Lloyd moved seconded by Councilman Thompson to amend the Order of Business to record the public comment portion of the meeting along with the rest of the agenda.**

Vice Mayor Cockrell advised Council of citizen who did not feel comfortable stating their address as well as coming forward on live TV to speak against something. Councilman Thompson advised that currently whether its recorded live or posted next day does not protect anyone. There was much debate about stopping the public comment at 7:00 to begin regular meeting.

Mayor Holloway suggested continued discussion at the next work session. All Councilmembers withdrew their motions and seconded. NO VOTE

**APPOINTMENT** – Planning Commission

***Councilman Thompson moved seconded by Councilman McFadden to appoint Joshua L. Ingram to the Planning Commission to an unexpired term ending August 31, 2021.***

Councilmen Meza and Gillispie welcomed Mr. Ingram and thanked him for his service.

Vote: Yes – Vice Mayor Cockrell, Councilmen Gillispie, Lloyd, McFadden, Meza and Thompson

No – N/A

Absent – N/A

Abstain – N/A

ROLL CALL

**APPOINTMENT** – Board of Architectural Review (BAR)

***Vice Mayor Cockrell moved seconded by Councilman Thompson that Council appoint Collin Waters to the Board of Architectural Review (BAR) to a four-year term ending November 13, 2024.***

Councilman Meza thanked Mr. Waters for his service.

Vote: Yes – Vice Mayor Cockrell, Councilmen Gillispie, Lloyd, McFadden, Meza and Thompson

No – N/A

Absent – N/A

Abstain – N/A

ROLL CALL

Mayor Holloway read the following press release.

***Council Approves establishing Front Royal Economic Development Authority***

Front Royal, VA (February 22, 2021) - The Front Royal Town Council is pleased to announce plans to establish the Front Royal Economic Development Authority (FREDA) March 15, 2021 and will be naming Town Manager, Steven Hicks as the Executive Director. The Town is currently seeking applicants to serve as members of the Board of Directors until March 31, 2021. Last year the Virginia General Assembly authorized the formation of the FREDA. Since that authorization, the Town has codified the Town EDA in Town Code. The decision to move forward with FREDA was not taken hastily or lightly. The Town's decision to move forward with its own independent EDA has more to do with the present and future rather than the past.

The Town has re-development and economic development needs now that Council does not believe the County's EDA is in the position to perform. Small businesses have been impacted by the pandemic and are in need of recovery. In addition, there are many empty storefronts now and Council hopes we can prevent more in the coming years. Having FREDA will also make it easier and quicker to improve the quality of life and appearance of Front Royal by addressing blighted properties through various tools and resources available to EDA's.

The challenges facing the current County EDA are significant. For example, on September 25, 2019, the EDA agreed to enter into a Confession of Judgment with The First Bank and Trust. The Confession of Judgment and supporting documentation appear to indicate the following:

- The sum for the judgment is \$9,015,742 at an annual interest rate of 6%
- The loan was a line of credit up to \$17 million
- Security for the loan in part stated, "Security agreement granting an interest in **all of borrower's accounts and government payments** and programs including but not limited to all **present and future payments** now or hereafter appropriated and **made or to be made by the Town of FrontRoyal, Virginia and/or the County of Warren, Virginia**, to the borrower...."

Based upon legal interpretation, this Confession of Judgment means all EDA assets not currently secured by another party are subject to the Confession of Judgment or in essence, property of The First Bank and Trust Company up to \$9M. This Confession of Judgment impairs buying property for the County or the Town unless the bank allows it. If the EDA enters into a lease, lease revenues would go to The First Bank and Trust Company. Due to the low creditworthiness of the EDA, it cannot obtain bonds, loans or other type of financing without the County and/or Town's direct involvement. Couple this Confession of Judgment with the EDA's insolvency, on-going litigation, lack of three years of audits and low creditworthiness, it will be difficult for the EDA to function as a traditional EDA for many years in order to help our community, specifically our Town.

The Front Royal Town Council is committed towards working in partnership with Warren County and its EDA. By no means should the Town's initiative to focus on the Town's re-development be construed as an unwillingness to work with the County. We just believe from a business perspective; formalizing FREDA is the only way the Town can focus on re-development with real results. The Town Council would consider joining the County's EDA in the future once all of the following takes place with the County's EDA:

1. It not only has produced missing audits, but previous and future audits need to be clean.
2. It is solvent.

3. The Confession of Judgment is released.
4. All possible criminal investigations and civil litigation has been concluded.
5. The Town taxpayers have recovered all misappropriated, stolen or fraudulently obtained assets by the EDA or its employee(s).

As part of the Town's FY22 Budget, the Town will be able to invest \$100,000 without sacrificing services to start FREDA. Additionally, the Town anticipates receiving over \$100,000 from the sale of real estate which will be re-invested into our Town.

In conclusion, considering the state of affairs with the County's EDA and in consideration of the Town's needs to expand its tax base through economic development and marketing, it is imperative that the Town move towards ramping up its own EDA as soon as possible.

If any member of the public or press has any further questions, please contact Todd C. Jones, Town Public Information Officer.

Adjourn: 7:38pm

The Work Session previously scheduled to follow immediately after the regular meeting was cancelled.

Approved by Town Council

Date: \_\_\_\_\_